

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
_____)	

**ORDER GRANTING DEBTORS' FORTIETH OMNIBUS OBJECTION
TO CLAIMS (NO LIABILITY – NON-DEBTOR AND
AMENDED AND SUPERSEDED CLAIMS)**

Upon the fortieth omnibus claims objection, dated September 20, 2013 [Docket No. 5142] (the "Fortieth Omnibus Claims Objection")¹ of Residential Capital, LLC and its affiliated debtors in the above-referenced Chapter 11 Cases, as debtors and debtors in possession (collectively, the "Debtors"), seeking entry of an order, pursuant to section 502(b) of title 11 of the United States Code (the "Bankruptcy Code"), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure, and this Court's order approving procedures for the filing of omnibus objections to proofs of claim [Docket No. 3294] (the "Procedures Order"), disallowing and expunging the Non-Debtor Claims on the grounds that they assert claims against entities that are not Debtors in these jointly administered chapter 11 cases, and the Amended and Superseded Claims on the basis that such claims have been amended and superseded by at least one subsequently-filed, corresponding claim, all as more fully described in the Fortieth Omnibus Claims Objection; and it appearing that this Court has jurisdiction to consider the Fortieth Omnibus Claims Objection pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Fortieth Omnibus Claims Objection and the relief requested therein being a core proceeding

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Debtors' Fortieth Omnibus Claims Objection.

pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Fortieth Omnibus Claims Objection having been provided, and it appearing that no other or further notice need be provided; and upon consideration of the Fortieth Omnibus Claims Objection and the Declaration of Deanna Horst annexed thereto as **Exhibit 1**; and upon consideration of the response to the Fortieth Omnibus Claims Objection of Ajit and Shakun Vasvani (the “Vasvani Response”), and the *Debtors’ Reply in Support of Debtors’ Fortieth Omnibus Objection to Claims (No Liability- Non-Debtor and Amended and Superseded Claims)* (the “Reply”) [Docket No. 5724] and the Supplemental Declaration of Deanna Horst annexed thereto as **Exhibit 1**; and the Court having found and determined that the relief sought in the Fortieth Omnibus Claims Objection and the Reply is in the best interests of the Debtors, their estates, creditors, and all parties in interest, and that the legal and factual bases set forth in the Fortieth Omnibus Claims Objection and the Reply establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor; it is

ORDERED that the relief requested in the Fortieth Omnibus Claims Objection is granted to the extent provided herein; and it is further

ORDERED that the Vasvani Response is overruled; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, each Non-Debtor Claim listed on **Exhibit A** attached hereto is hereby disallowed and expunged in its entirety; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, each Amended and Superseded Claim listed on **Exhibit B** attached hereto under the heading “*Claims to be Disallowed and Expunged*” is disallowed and expunged in its entirety; and it is further

ORDERED that Kurtzman Carson Consultants LLC, the Debtors' notice and claims agent, is authorized and directed to expunge from the claims register the Non-Debtor Claims identified on the schedule attached as **Exhibit A** hereto and the Amended and Superseded Claims identified on the schedule attached as **Exhibit B** hereto pursuant to this Order; and it is further

ORDERED that the claims listed on **Exhibit B** attached hereto under the heading "*Surviving Claims*" (collectively, the "Surviving Claims") will remain on the claims register, and such claims are neither allowed nor disallowed at this time; and it is further

ORDERED that the disallowance and expungement of the Amended and Superseded Claims does not constitute any admission or finding with respect to any of the Surviving Claims; and it is further

ORDERED that this Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of any Surviving Claim or any claim not otherwise listed on **Exhibit A** or **Exhibit B** attached to this Order, and the Debtors' and any party in interest's rights to object on any basis are expressly reserved with respect to any Surviving Claim listed on **Exhibit B** attached hereto or any other claim not listed on **Exhibit A** or **Exhibit B**; and it is further

ORDERED that the Debtors are authorized and empowered to take all actions as may be necessary and appropriate to implement the terms of this Order; and it is further

ORDERED that notice of the Fortieth Omnibus Claims Objection, as provided therein, shall be deemed good and sufficient notice of such objection, and the requirements of Bankruptcy Rule 3007(a), the Case Management Procedures entered on May 23, 2012 [Docket No. 141], the Procedures Order, and the Local Bankruptcy Rules of this Court are satisfied by such notice; and it is further

ORDERED that this Order shall be a final order with respect to each of the Non-Debtor Claims identified on **Exhibit A** attached hereto and the Amended and Superseded Claims identified on **Exhibit B** attached hereto, as if each such Non-Debtor Claim and Amended and Superseded Claim had been individually objected to; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: November 20, 2013
New York, New York

/s/Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge

Exhibit A

Non-Debtor Claims

In re RESIDENTIAL CAPITAL, LLC, et al. (CASE NO. 12-12020 (MG)) (JOINTLY ADMINISTERED)

FORTIETH OMNIBUS OBJECTION - NO LIABILITY - NON-DEBTOR (NON-BORROWER CLAIMS)

	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Asserted Case Number	Reason for Disallowance
1	Ajit Vasvani and Shakun Vasvani P.O. Box 720941 San Diego, CA 92172	3550	11/07/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$55,000.00 General Unsecured	Residential Capital, LLC	12-12020	This proof of claim relates to funds invested in The Residential Capital Mortgage Income Fund. The Debtor entities are not liable for funds invested in The Residential Capital Mortgage Income Fund.
2	Aspire Business Consulting, INC 220 Commerce Drive Suite 200 Fort Washington, PA 19034	169	06/25/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$37,163.75 Priority \$0.00 General Unsecured	Residential Capital, LLC	12-12020	Although the claim is filed in case number 12-12020, Ally Financial, Inc. is listed as the debtor on the proof of claim. Ally Financial, Inc. is not a debtor in these Chapter 11 cases.
3	JOANNE L. RANVILLE 1102 DEER CREEK TRAIL GRAND BLANC, MI 48439	1149	10/09/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$14,760.00 General Unsecured	Residential Capital, LLC	12-12020	Although the claim is filed in case number 12-12020, GMAC LLC is listed as the debtor on the proof of claim and the basis for the claim is listed as GMAC LLC Senior Notes. GMAC LLC is not a debtor in these Chapter 11 cases and the Debtors are not liable for amounts owed in relation to GMAC LLC Senior Notes.
4	LAW OFFICE OF JACK LINTNER 28 S MONROE ST COLDWATER, MI 49036	629	09/21/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Capital, LLC	12-12020	The basis of the proof of claim is listed as amounts owed in relation to shares of GM stock. GM is not a debtor in these Chapter 11 cases and the Debtors are not liable for amounts owed in relation to GM stock.
5	Margaret Thompson Box 10626 Zephyr Cove, NV 89448	4396	11/09/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority BLANK General Unsecured	Residential Capital, LLC	12-12020	This proof of claim appears to relate to bonds issued by Sun Coast Health. The Debtors are not liable for bonds issued by Sun Coast Health.
6	Norfolk City Treasurer Norfolk City PO Box 3215 Norfolk, VA 23514	634	09/21/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$598.00 Priority \$0.00 General Unsecured	Equity Investment I, LLC	12-12025	The supporting document to the proof of claim lists Equity Properties, which is not a Debtor in these Chapter 11 cases.
7	Phyllis Kaplan 61-26 220th St Bayside, NY 11364	4917	11/15/2012	\$87,127.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$52,127.35 General Unsecured	Residential Capital, LLC	12-12020	This proof of claim appears to relate to corporate bonds issued by Mastr Asset Securitization Trust MTGPC/Series 2003-9. The Debtors are not liable for bonds issued by Mastr Asset Securitization Trust MTGPC/Series 2003-9.

In re RESIDENTIAL CAPITAL, LLC, et al. (CASE NO. 12-12020 (MG)) (JOINTLY ADMINISTERED)

FORTIETH OMNIBUS OBJECTION - NO LIABILITY - NON-DEBTOR (NON-BORROWER CLAIMS)

	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Asserted Case Number	Reason for Disallowance
8	Rosa M. Blue 335 Washington Street Geneva, NY 14456	5891	11/21/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Capital, LLC	12-12020	This proof of claim relates to notes purchased from American Business Financial Services. American Business Financial Services is not a debtor in these Chapter 11 cases and the Debtors are not liable for notes issued by American Business Financial Services.
9	Thomas Fleishman and Harriet Fleishman Family Trust 5757 Ventura Canyon Avenue Van Nuys, CA 91401	1294	10/15/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Capital, LLC	12-12020	This proof of claim relates to a trust account that appears to include General Motors Acceptance Corp. Smartnotes. General Motors is not a debtor in these Chapter 11 cases and the Debtors are not liable for amounts owed in relation to General Motors Acceptance Corp. Smartnotes.
10	THOMAS W VAN HON ATT AT LAW PO BOX N FAIRFAX, MN 55332	3765	11/08/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$32,917.00 Secured \$0.00 Priority \$0.00 General Unsecured	Residential Capital, LLC	12-12020	This proof of claim is filed in case number 12-12020 and lists as the debtor both Residential Capital LLC et al and KH Funding. The claim is based on notes issued by KH Funding. KH Funding is not a debtor in these Chapter 11 cases and the Debtors are not liable for notes issued by KH Funding.

Exhibit B

Amended and Superseded Claims

In re RESIDENTIAL CAPITAL, LLC, et al. (CASE NO. 12-12020 (MG)) (JOINTLY ADMINISTERED)

FORTIETH OMNIBUS OBJECTION - AMENDED AND SUPERSEDED CLAIMS (NON-BORROWER CLAIMS)

Claims to be Disallowed and Expunged						Surviving Claims						
	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Asserted Case Number	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Asserted Case Number
1	County of San Bernardino Office of the Tax Collector 172 West Third Street San Bernardino, CA 92415	3774	11/08/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$97,493.72 Secured \$0.00 Priority \$0.00 General Unsecured	GMAC Mortgage, LLC	12-12032	County of San Bernardino Office of the Tax Collector 172 West Third Street San Bernardino, CA 92415	6839	04/03/2013	\$0.00 Administrative Priority \$0.00 Administrative Secured \$368.44 Secured \$0.00 Priority \$0.00 General Unsecured	GMAC Mortgage, LLC	12-12032
2	Dallas CPT Fee Owner, L.P. Attn Steven Lebowitz c/o Barrow Street Capital LLC 300 First Stamford Place, 3rd Floor - East Stamford, CT 06902	3878	11/09/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Funding Company, LLC	12-12019	Dallas CPT Fee Owner, L.P. Attn Steven Lebowitz c/o Barrow Street Capital LLC 300 First Stamford Place, 3rd Floor - East Stamford, CT 06902	6873	07/08/2013	UNLIQUIDATED Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$4,142,136.53 General Unsecured	Residential Funding Company, LLC	12-12019
3	DOUGLAS COUNTY ATTN STEPHANIE COOK DOUGLAS COUNTY TREASURER 100 THIRD STREET CASTLE ROCK, CO 80104	71	05/25/2012	\$16,434.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$0.00 General Unsecured	GMAC Mortgage, LLC	12-12032	Douglas County Attn Stephanie Cook Douglas County Treasurer 100 Third Street Castle Rock, CO 80104	269	07/09/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured W/D Secured \$0.00 Priority \$0.00 General Unsecured	GMAC Mortgage, LLC	12-12032
4	EverBank Andrea S. Hartley, Esq. Akerman Senterfitt One SE 3rd Avenue, 25th Floor Miami, FL 33131	3632	11/08/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	GMAC Mortgage, LLC	12-12032	EverBank Andrea S. Hartley, Esq. Akerman Senterfitt One SE 3rd Avenue, 25th Floor Miami, FL 33131	6851	05/16/2013	\$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority \$847,474.59 General Unsecured	GMAC Mortgage, LLC	12-12032
5	GE Capital Information Technology Solutions Inc. GECITS, Attn Bankruptcy Administration PO Box 13708 Macon , GA 31208	4817	11/09/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$2,900.07 General Unsecured	Residential Capital, LLC	12-12020	GE Capital Information Technology Solutions, Inc. Attn Bankruptcy Administration PO Box 13708 Macon, GA 31208	6888	07/26/2013	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$6,786.79 General Unsecured	Residential Capital, LLC	12-12020
6	Hernando County Tax Collector 20 N Main St Room 112 Brooksville, FL 34601-2892	1147	06/18/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority \$0.00 General Unsecured	Residential Capital, LLC	12-12020	Hernando County Tax Collector 20 N Main St Room 112 Brooksville, FL 34601-2892	314	07/19/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$0.00 General Unsecured	EPRE LLC	12-12024
7	Los Angeles County Treasurer and Tax Collector PO Box 54110 Los Angeles, CA 90054-0110	115	06/21/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$58,590.71 Secured \$6,729.01 Priority \$0.00 General Unsecured	Residential Funding Company, LLC	12-12019	Los Angeles County Treasurer and Tax Collector PO Box 54110 Los Angeles, CA 90054-0110	6834	03/19/2013	\$0.00 Administrative Priority \$0.00 Administrative Secured \$58,590.36 Secured \$9,188.17 Priority \$0.00 General Unsecured	Residential Funding Company, LLC	12-12019
8	Missouri Department of Revenue Box 475 Jefferson City, MO 65105	4756	11/14/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$57,619.45 Priority \$48,582.30 General Unsecured	Residential Funding Company, LLC	12-12019	Missouri Department of Revenue Box 475 Jefferson City, MO 65105	6854	05/29/2013	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$33,273.64 General Unsecured	Residential Funding Company, LLC	12-12019
9	Orange County Tax Collector Attn Bankruptcy Dept P.O. Box 2551 Orlando, FL 32802	5943	11/27/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority \$0.00 General Unsecured	GMAC Mortgage, LLC	12-12032	Orange County Tax Collector Attn Bankruptcy Dept. P.O. Box 2551 Orlando, FL 32802	6867	06/26/2013	\$0.00 Administrative Priority \$0.00 Administrative Secured \$7,178.57 Secured \$0.00 Priority \$0.00 General Unsecured	GMAC Mortgage, LLC	12-12032

In re RESIDENTIAL CAPITAL, LLC, et al. (CASE NO. 12-12020 (MG)) (JOINTLY ADMINISTERED)

FORTIETH OMNIBUS OBJECTION - AMENDED AND SUPERSEDED CLAIMS (NON-BORROWER CLAIMS)

Claims to be Disallowed and Expunged						Surviving Claims						
	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Asserted Case Number	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Asserted Case Number
10	State of New Jersey Division of Taxation Compliance Activity PO Box 245 Trenton, NJ 08695	520	09/17/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$50,000.00 Priority \$0.00 General Unsecured	Residential Capital, LLC	12-12020	State of New Jersey Division of Taxation Compliance Activity PO Box 245 Trenton, NJ 08695	6858	06/10/2013	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$38,550.81 Priority \$0.00 General Unsecured	Residential Capital, LLC	12-12020
11	State of New Jersey Division of Taxation Compliance Activity PO Box 245 Trenton, NJ 08695	521	09/17/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$3,230.22 General Unsecured	Residential Capital, LLC	12-12020	State of New Jersey Division of Taxation Compliance Activity PO Box 245 Trenton, NJ 08695	6859	06/10/2013	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$18,908.05 General Unsecured	Residential Capital, LLC	12-12020